
Not filed with the U.S. Securities and Exchange Commission

FORM 8-K

CURRENT REPORT

PURSUANT TO THE INDENTURE GOVERNING THE COMPANY'S 6.750% SENIOR NOTES DUE 2025, THE INDENTURE GOVERNING THE COMPANY'S 9.875% SENIOR NOTES DUE 2027, AND THE INDENTURE GOVERNING THE COMPANY'S 6.625% SENIOR NOTES DUE 2028

Date of Report (Date of earliest event reported): July 2, 2021

ASHTON WOODS USA L.L.C.

(Exact name of Registrant as Specified in Charter)

Nevada

(State or Other Jurisdiction of Incorporation)

3820 Mansell Road, Suite 400, Alpharetta, GA

(Address of principal executive offices)

(770) 998-9663

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On July 2, 2021, Ashton Woods USA L.L.C. (the “Company”) and Ashton Woods Finance Co. (together with the Company, the “Issuers”) issued a notice of conditional full redemption (the “Conditional Redemption Notice”) pursuant to which the Issuers will, subject to the Condition (as defined below), redeem all \$250 million aggregate principal amount of their outstanding 6.750% Senior Notes due 2025 (the “Notes”) on August 2, 2021 (as such date may be extended or rescinded as provided below, the “Redemption Date”) at a redemption price equal to 103.375% of the aggregate principal amount of the Notes being redeemed, plus accrued and unpaid interest on the outstanding principal amount of such Notes to, but excluding, the Redemption Date (collectively, the “Redemption Price”).

The Issuers’ obligation to pay the Redemption Price on the Redemption Date shall be conditioned upon the receipt by the Issuers on or prior to the Redemption Date of net proceeds from one or more debt financing transactions in an amount sufficient to purchase all Notes at the Redemption Price (the “Condition”). In the Issuers’ discretion, the Redemption Date may be delayed until such time as the Condition shall be satisfied, or the Redemption may not occur and the Conditional Redemption Notice may be rescinded in the event that the Condition shall not have been satisfied by the Redemption Date, or by the Redemption Date so delayed.

This document does not constitute a notice of redemption under the indenture governing the Notes, nor an offer or the solicitation of an offer to tender for, or purchase, any Notes or any other security.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: July 2, 2021

ASHTON WOODS USA L.L.C.

By: /s/ Cory Boydston
Cory Boydston
Chief Financial Officer